

RECORDATION NO. 20850 FILED -A

MAY 12 '98

9-29AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

May 6, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment NO. 1 dated as of March 6, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: United States Gypsum Company
125 S. Franklin Street
Chicago, IL 60606-4678

Please see Exhibit A as set forth in the document for the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 20850. Please file this agreement as a secondary document, the fee of \$26.00 is included on the enclosed check. If you have any questions please call me at 513-621-8770 ext. 239.

Sincerely,

THE DAVID J. JOSEPH COMPANY

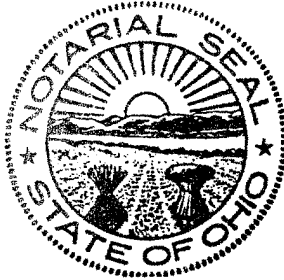
Julie M. Woodard
Documentation Assistant

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

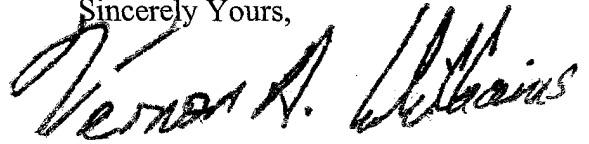
OFFICE OF THE SECRETARY
Julie M. Woodard
Djj Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE: 5/12/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on 5/12/98 at 9:29AM, and assigned recordation number(s). 21394, 21395, 21396, 21397 and 20850-A.

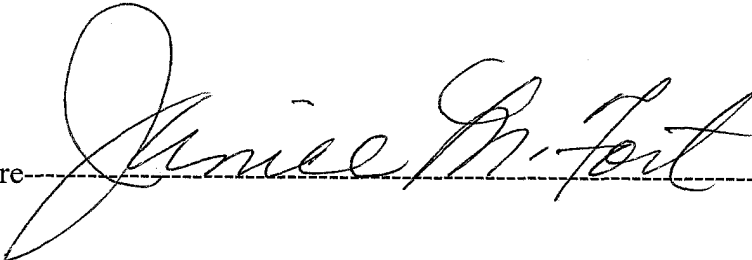
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
130.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1

MAY 12 '98

9-29AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 6th day of March, 1998, is intended to evidence the Amendment No. 1 to Railroad Equipment Lease dated as of March 6, 1998 (the "Lease Amendment No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **UNITED STATES GYPSUM COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated June 5, 1997, between Lessor and Lessee was duly filed with the Surface Transportation Board on September 4, 1997 with Recordation No. 20850. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 20850-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.By: Name: Kenneth W. Miller, Jr.Title: Vice PresidentDate: March 6, 1998**UNITED STATES GYPSUM COMPANY**By: Name: Alex J. PavinTitle: Director, Global logisticsDate: 3/19/98

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 6th day of March, 1998,
by Kenneth W. Miller, Jr., the Vice President of DJJ Transportation Services, Inc., a
Delaware corporation, on behalf of the corporation.

Linda M. Baughman
Notary Public

My Commission expires:

7-22-2002



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

The foregoing instrument was acknowledged before me this 19th day of
March, 1998, by Ally Paris, the Dir., Global Logistics
of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Jo Ann M. Zack
Notary Public

My Commission expires:

12-9-99

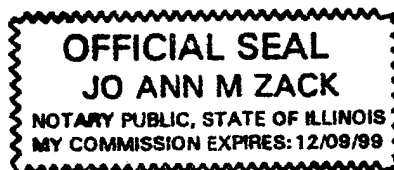


EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated March 6, 1998, between DJJ Transportation Services, Inc. and United States Gypsum Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

DJJX 309	DJJX 570	DJJX 7000
DJJX 339	DJJX 7200	DJJX 7057
DJJX 349	DJJX 7204	DJJX 7063
DJJX 404	DJJX 7208	DJJX 7067
DJJX 422	DJJX 7219	DJJX 7095
DJJX 502	DJJX 7224	DJJX 7097
DJJX 533	DJJX 7226	